

**DECLARATION AND POWER OF ATTORNEY FOR
PATENT APPLICATION**

As below named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below next to our names;

We believe we are the original, first and sole joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled

FUEL DISPENSING SYSTEM

the specification of which: (check one)

 X is attached hereto.
 was filed on _____
under Attorney's Docket Number _____
as Application Serial No. _____
Status _____ (if applicable).

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose information which is material to the patentability of this application in accordance with 37 CFR 1.56.

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 USC 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

We hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, we acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to us to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

<u>09/542,178</u>	<u>April 4, 2000</u>	<u>Pending</u>
Application No.	Filing Date	Status
<u>09/255,472</u>	<u>February 23, 1999</u>	<u>Abandoned</u>
Application No.	Filing Date	Status
<u>09/026,634</u>	<u>February 20, 1998</u>	<u>Issued</u>
Application No.	Filing Date	Status

We hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below.

<u>60/039,007</u>	<u>February 25, 1997</u>
Application No.	Filing Date

POWER OF ATTORNEY: As a named inventor, we hereby appoint the following attorneys and/or agents to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Theodore Baroody	Reg. No. 45,417	Christopher R. Kosh	Reg. No. 42,760
Jeffrey M. Becker	Reg. No. 35,442	Michael J. Balconi-Lamica	Reg. No. 34,291
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Daniel E. Burke	Reg. No. P-46,588	David L. McCombs	Reg. No. 32,271
Michael S. Bush	Reg. No. 31,745	Bill R. Naifeh	Reg. No. 44,962
L. Howard Chen	Reg. No. P-46,615	David M. O'Dell	Reg. No. 42,044
Randall E. Colson	Reg. No. 40,566	Phillip B. Philbin	Reg. No. 35,979
Michael A. Davis, Jr.	Reg. No. 35,488	Constance M. Pielech	Reg. No. P-46,991
Ruben C. DeLeon	Reg. No. 37,812	Brandi W. Sarfatis	Reg. No. 37,713
Timothy Headley	Reg. No. 31,765	David O. Simmons	Reg. No. 43,124
Brian J. Hubbard	Reg. No. 45,873		
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Send correspondence to David L. McCombs, Haynes and Boone, LLP., 901 Main Street, Suite 3100 Dallas, Texas 75202-3789 and direct all telephone calls to David L. McCombs at 214/651-5533.

FULL NAME OF INVENTOR: Don C. McCall

INVENTOR'S SIGNATURE: 

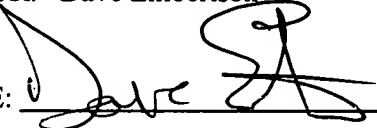
DATED: 10/19/00

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FULL NAME OF INVENTOR: Dave Embertson

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FULL NAME OF INVENTOR: Mike Zahajko

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INVENTOR'S SIGNATURE: _____

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PATENT / DOCKET NO.: 26331.72 (PE-00-003)

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